

WINTRUST FINANCIAL CORP

Form 8-K

January 31, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K**

**Current Report Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): January 26, 2006

WINTRUST FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Illinois

(State or other jurisdiction of
Incorporation)

0-21923

(Commission File Number)

36-3873352

(I.R.S. Employer Identification No.)

727 North Bank Lane

Lake Forest, Illinois

(Address of principal
executive offices)

60045

(Zip Code)

Registrant's telephone number, including area code **(847) 615-4096**

Not Applicable

(Former name or former address, if changed since last year)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

2005 Bonus. The Board of Directors (the Board) of Wintrust Financial Corporation (the Company), based on the recommendation of the Compensation Committee, authorized the payment of annual bonus awards under the Company's 1997 Stock Incentive Plan (the Plan) to the Company's executive officers for the year ended December 31, 2005. The Compensation Committee recommended awards based on its assessment of the Company's and each executive's performance measured against previously set financial and business objectives. The shares of restricted stock awarded vest on the first anniversary of the original award. The following table sets forth the awards to the executive officers who will be included as Named Executive Officers in the Company's 2006 Proxy Statement.

| Name | Cash Bonus | Stock Bonus | Total Bonus |
|-------------------|------------|-------------|-------------|
| Edward J. Wehmer | 0 | \$250,000 | \$250,000 |
| David A. Dykstra | 0 | \$200,000 | \$200,000 |
| Richard B. Murphy | 0 | \$ 91,300 | \$ 91,300 |
| Robert F. Key | 0 | \$ 66,000 | \$ 66,000 |
| David L. Stoehr | 0 | \$ 66,000 | \$ 66,000 |
| John Fleshood | 0 | \$ 40,000 | \$ 40,000 |

2006 Base Salary. On January 26, 2006, the Board approved, based on the recommendation of the Compensation Committee, base salaries in the amounts indicated below, effective as of February 1, 2006, for those executives who will be included as Named Executive Officers in the Company's 2006 Proxy Statement:

| Name | Base Salary |
|-------------------|-------------|
| Edward J. Wehmer | \$675,000 |
| David A. Dykstra | \$490,000 |
| Richard B. Murphy | \$269,000 |
| Robert F. Key | \$245,000 |
| David L. Stoehr | \$210,000 |
| John Fleshood | \$265,000 |

2006 Retention Award. On January 26, 2006, the Board approved, based on the recommendation of the Compensation Committee, special retention awards of restricted stock (the Retention Awards) under the Plan to Messr. Wehmer, Dykstra and Stoehr, in the amounts indicated below. The Retention Awards to Messr. Wehmer and Dykstra vest on fourth anniversary of the date of grant and the Retention Award to Mr. Stoehr vests on the second anniversary of the date of grant.

| Name | Shares of Restricted Stock |
|------------------|----------------------------|
| Edward J. Wehmer | 5,000 |
| David A. Dykstra | 35,000 |
| David L. Stoehr | 1,500 |

The Company will provide additional information regarding compensation of its executive officers in its Proxy Statement for the 2006 Annual Meeting of Shareholders.

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WINTRUST FINANCIAL CORPORATION
(Registrant)

By: /s/ David A. Dykstra
David A. Dykstra
Senior Executive Vice President and
Chief Operating Officer

Date: January 31, 2006